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Attorneys for Nominal Defendant  
BROCADE COMMUNICATIONS SYSTEMS, INC.

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

IN RE BROCADE COMMUNICATIONS  
SYSTEMS, INC. DERIVATIVE  
LITIGATION

Case No. C 05-02233 CRB

**STIPULATION AND ~~[PROPOSED]~~ ORDER  
TO CONTINUE APRIL 4, 2008 CASE  
MANAGEMENT CONFERENCE TO MAY 9,  
2008**

This Document Relates to:

ALL ACTIONS

**WHEREAS**, on August 10, 2006, plaintiffs William Pratt and Anjani K. Jha, nominal defendant Brocade Communications Systems, Inc. ("Brocade" or the "Company"), individual defendants Antonio Canova, Michael Klayko, Seth D. Neiman, Neal Dempsey, Christopher B. Paisley, David L. House, Nicholas G. Moore, L. William Krause, Sanjay Vaswani, Robert R. Walker, Mark Leslie, Paul Bonderson, Larry W. Sonsini, William K. O'Brien and Michael J. Byrd, and defendant KPMG, LLP (the "Settling Parties") entered into an Amended Stipulation of Settlement (the "Amended Stipulation") to settle this derivative action;

1           **WHEREAS**, on August 10, 2006, the Settling Parties submitted the Amended Stipulation  
2 to this court for preliminary approval;

3           **WHEREAS**, on February 14, 2007, the Court issued an Order granting preliminary  
4 approval of the Amended Stipulation, setting a hearing for final approval to be held on April 27,  
5 2007;

6           **WHEREAS**, on April 27, 2007, the Court issued an Order continuing the hearing for final  
7 approval to August 24, 2007, rescheduling associated deadlines accordingly, and dismissing  
8 KMPG from the action without prejudice;

9           **WHEREAS**, the Court issued subsequent Orders continuing the hearing for final approval  
10 and associated deadlines accordingly, most recently entering an order setting a Hearing For Final  
11 Approval and a Case Management Conference for April 4, 2008;

12           **WHEREAS**, on March 21, 2008, Brocade filed with this Court its Statement Regarding  
13 Hearing for Final Approval (“Brocade’s Statement”) scheduled to be heard on April 4, 2008;

14           **WHEREAS**, Brocade’s Statement informed the Court that, on February 22, 2008, the  
15 Company’s board of directors (“Board”) had created a Special Litigation Committee (the  
16 “SLC”) and had given it full plenary authority to, among other things, investigate, pursue and/or  
17 resolve the Company’s derivative claims relating to options back-dating and the matters at issue  
18 in this action;

19           **WHEREAS**, Brocade’s Statement further informed the Court that, on March 14, 2008, the  
20 SLC had retained the law firm of Dewey & LeBoeuf LLP (“Dewey”) as independent counsel to  
21 the Company, reporting directly to the SLC, and that the SLC (acting for the Company) is being  
22 advised by Dewey partners Ralph C. Ferrara, Ann Ashton and Jonathan E. Richman, each of  
23 whom works out of Dewey’s New York or Washington D.C. office;

24           **WHEREAS**, Brocade’s Statement requested that the April 4, 2008 hearing be taken off  
25 calendar due to the Board’s creation of the SLC and informed the court that Brocade would be  
26 asking the Court to reschedule the parties’ April 4, 2008 hearing so as to permit the parties in  
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this action and counsel for the SLC the opportunity to provide the Court with an update as to the status of this matter and the SLC investigation;

**WHEREAS**, the parties and counsel for the SLC understand that 8:30 a.m. on May 9, 2008 is available on the Court's calendar for a Case Management Conference;

**WHEREAS**, the parties and counsel for the SLC are also available for a Case Management Conference on May 9, 2008, at 8:30 a.m., and request that date and time;

**NOW, THEREFORE**, the parties hereby stipulate as follows:

1. The Case Management Conference currently scheduled for April 4, 2008, shall be rescheduled to 8:30 a.m. on May 9, 2008.

Dated: April \_\_, 2008

FARUQI & FARUQI, LLP

/s/

Christopher Marlborough

Co-Lead Counsel For Plaintiffs

Dated: April \_\_, 2008

FEDERMAN & SHERWOOD

/s/

William B. Federman

Co-Lead Counsel For Plaintiffs

Dated: April 2, 2008

COOLEY GODWARD KRONISH LLP

/s/

Grant P. Fondo

Attorneys For Nominal Defendant,  
BROCADE COMMUNICATIONS  
SYSTEMS, INC.

3.

STIPULATION & [PROPOSED] ORDER TO  
CONTINUE CASE MANAGEMENT CONFERENCE  
CASE NO. C 05-02233 CRB

771049 v1/PA

1  
2 Dated: April 2, 2008

HELLER EHRMAN LLP

3  
4 /s/

Norman J. Blears

5 Attorneys For Defendant Antonio Canova

6  
7 Dated: April \_\_, 2008

WILMER CUTLER PICKERING HALE &  
DORR

8  
9 /s/

Jonathan A. Shapiro

10 Attorneys For Defendant Seth D. Neiman

11  
12 Dated: April \_\_, 2008

KIRKPATRICK AND LOCKHART AND  
PRESTON GATES ELLIS LLP

13  
14  
15 /s/

Jeffrey L. Bornstein

16 Attorneys For Defendant Neal Dempsey

17  
18 Dated: April \_\_, 2008

SHEARMAN & STERLING LLP

19  
20 /s/

Stephen D. Hibbard

21 Attorneys For Defendants Christopher B.  
22 Paisley, David L. House, Nicholas G. Moore,  
23 L. William Krause, Sanjay Vaswani, Robert  
24 R. Walker and Michael Klayko

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28 771049 v1/PA

4.

STIPULATION & [PROPOSED] ORDER TO  
CONTINUE CASE MANAGEMENT CONFERENCE  
CASE NO. C 05-02233 CRB

1  
2 Dated: April 2, 2008

HELLER EHRMAN LLP

3  
4  
5 \_\_\_\_\_  
Norman J. Blears

6 Attorneys For Defendant Antonio Canova

7 Dated: April \_\_, 2008

8 WILMER CUTLER PICKERING HALE &  
9 DORR

10 \_\_\_\_\_  
Jonathan A. Shapiro

11 Attorneys For Defendant Seth D. Neiman

12 Dated: April \_\_, 2008

13 KIRKPATRICK AND LOCKHART AND  
14 PRESTON GATES ELLIS LLP

15   
Jeffrey L. Bornstein

16 Attorneys For Defendant Neal Dempsey

17  
18 Dated: April \_\_, 2008

19 SHEARMAN & STERLING LLP

20  
21 \_\_\_\_\_  
Stephen D. Hibbard

22 Attorneys For Defendants Christopher B.  
23 Paisley, David L. House, Nicholas G. Moore,  
24 L. William Krause, Sanjay Vaswani, Robert  
25 R. Walker and Michael Klayko

26  
27  
28 771049 v1/PA

COOLEY GODWARD  
KRONISH LLP  
ATTORNEYS AT LAW  
PAULO ALBERT

4.

STIPULATION & [PROPOSED] ORDER TO  
CONTINUE CASE MANAGEMENT CONFERENCE  
CASE No. C 05-02233 CRB

1  
2 Dated: April 2, 2008

SKADDEN ARPS SLATE MEAGHER &  
FLOM LLP

3  
4 /s/

Garrett J. Waltzer

5  
6 Attorneys For Defendant  
Gregory L. Reyes

7  
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9 **ATTESTATION PURSUANT TO GENERAL ORDER 45**

10 I, Grant P. Fondo, attest that concurrence in the filing of this document has been obtained  
11 from each of the other signatories. I declare under penalty of perjury under the laws of the  
12 United States of America that the foregoing is true and correct. Executed this 2nd day of April,  
13 2008, at Palo Alto, California.

14 /s/

15 Grant P. Fondo

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28 771049 v1/PA

~~PROPOSED~~ ORDER

Pursuant to the stipulation of counsel, IT IS SO ORDERED:

1. The Case Management Conference scheduled for April 4, 2008, shall be rescheduled to 8:30 a.m. on ~~May 9, 2008~~. April 25, 2008 - CRB

Dated: April 3, 2008

